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Received Date: 2006-09-08 21:03:42 GMT
Subject: List of Remaining Material Issues for Business Team Call Today

EXHIBIT 3

Levine
KBL 4-2-09

CONFIDENTIAL

Material Issues Remaining in YouTube/Warner Agreement:

1. YouTube wants right to terminate the deal in the event Warner sues YouTube for activities related to the deal
2. Need to discuss YouTube's protection against lawsuits from publishers
3. YouTube will not pay for any audits of our content monitoring solution.
4. YouTube will consider allowing limited on-site testing/auditing of content monitoring solution:
Limitations: Warner to conduct, once prior to launch and no more than once per year thereafter, other audit parameters we will define.
5. Royalty with proposed MFN regarding rev share on non-content pages
6. Push videos-no MFN. License should just include right to push videos, since we are paying higher than market rate.
7. Indemnity
8. Fingerprint Vendor working "on behalf of" WMG
9. Include controlled comps in quit claim license from WMG
10. Exhibits E & I